



**METRO PACIFIC INVESTMENTS CORPORATION**

9 February 2015

**PHILIPPINE STOCK EXCHANGE**

Disclosure Department  
3/F PSE Plaza, Ayala Triangle  
Ayala Avenue Makati City

Attention: **MS. JANET A. ENCARNACION**  
Head  
Disclosure Department

RE: **METRO PACIFIC INVESTMENTS CORPORATION ("MPIC") (PSE:MPI)  
SEC FORM 17-C**

Dear Ms. Encarnacion:

In compliance with the Revised Disclosure rules of the Exchange, Metro Pacific Investments Corporation ("Company") submits the attached SEC-Form 17-C.

Very truly yours,

A handwritten signature in black ink, appearing to read "Melody M. Del Rosario", with a long horizontal flourish extending to the right.

**MELODY M. DEL ROSARIO**

Vice President  
PR & Corporate Communications

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17  
OF THE SECURITIES REGULATION CODE  
AND SRC RULE 17.2(c) THEREUNDER

1. **9 FEBRUARY 2015**  
Date of Report (Date of earliest event reported)
2. SEC Identification Number **CS200604494**
3. BIR Tax Identification No. **244-520-457-000**
4. **METRO PACIFIC INVESTMENTS CORPORATION**  
Exact name of issuer as specified in its charter
5. **METRO MANILA, PHILIPPINES**  
Province, country or other jurisdiction of incorporation
6.  (SEC Use Only)  
Industry Classification Code:
7. **10<sup>th</sup> Floor, MGO BUILDING, LEGAZPI COR. DELA ROSA STREETS, LEGAZPI VILLAGE, MAKATI CITY, METRO MANILA, PHILIPPINES**  
.....  
Address of principal office Postal Code
8. **(632) 888-0888**  
Issuer's telephone number, including area code
9. **NA**  
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
<b>COMMON SHARES OF STOCK</b>	<b>26,046,270,752*</b>

*\*as reported by the stock transfer agent as of 31 January 2015.*

11. Indicate the item numbers reported herein: **Item 9**

## Item 9. Other Items

(I) During the meeting of the special committee of the board of directors held late in the afternoon of 9 February 2015, resolutions relating to the conduct of an equity fund raising exercise by MPIC (as described below) to be broadly implemented an overnight and accelerated Top-Up Placement Transaction were passed and approved. Said special committee of the board of directors was constituted by the board of directors of Metro Pacific Investments Corporation (“MPIC”) on 5 February 2015 for the specific purpose of determining the viability of conducting an equity fund raising through a placing and subscription transaction, based on market conditions and within the broad parameters set by the board of directors. Specifically, said special committee resolved, that:

(a) MPHI shall subscribe, and MPIC shall issue, (the “Subscription”) up to 1.82 billion common shares out of the MPIC’s current authorized and unissued capital stock at the issue price of at least ₱4.90 per share (the “Subscription Shares”), being equal to the number of Offer Shares and Offering Price (as defined below), respectively, in the manner and under such terms and conditions provided in a subscription agreement to be executed for this purpose (“Subscription Agreement”).

(b) Metro Pacific Holdings, Inc. (“MPHI”), the principal shareholder of MPIC, shall offer and agree to sell (the “Offer”) up to 1.82 billion common shares in MPIC owned by it (the “Offer Shares”): (i) primarily offshore by way of marketed placing to investors outside the United States in reliance on Regulation S under the U.S. Securities Act of 1933, as amended (the “Securities Act”) and within the United States to qualified institutional buyers as defined in, and in reliance on, Rules 144A under the Securities Act or another exemption from registration under the Securities Act; and (ii) to a limited extent domestically to qualified buyers pursuant to Section 10(l) of the Philippine Securities Regulation Code (“SRC”), at the offering price of at least ₱4.90 per share (the “Offering Price”), in the manner and under such terms and conditions provided in a placement agreement to be executed for this purpose (“Placing Agreement”).

(c) In connection with the aforesaid placing and subscription transaction, MPIC is authorized to engage and appoint UBS AG-Hong Kong Branch (the “Placement Agent”) to procure purchasers for, failing which, to purchase and pay for, the Offer Shares.

Further, the Board authorized the execution of the Placing Agreement and Subscription Agreement, as well as the listing of the Subscription Shares with the Philippine Stock Exchange (“PSE”) at the appropriate time.

Pursuant to the foregoing approval, MPIC executed the Subscription Agreement on 9 February 2015, and as such, the agreement to issue and to subscribe by MPIC and MPHI, respectively, to a total of 1,812,000,00 common shares of MPIC were made effective as of said date subject, however, to the delivery of the total Offering Price. MPIC likewise executed the Placing Agreement on 9 February 2015 and consequently, intends to cause the crossing of the Offer Shares on the PSE on 10 February 2015, following the approval by the PSE of the application for a block sale. Settlement for the Offer Shares is anticipated to occur three (3) trading days after such cross (“Settlement Date”).

A copy of the Press Release relating to the above transaction is hereto attached.

(II) The special committee of the board of directors set a special stockholders’ meeting on 25 March 2015 for the purpose of securing the approvals of the stockholders for the listing on the PSE of the Subscription Shares in accordance with current PSE rules and regulations for placing and subscription transactions, respectively, and such other matters as may properly

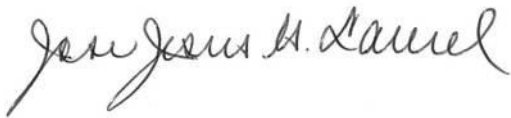
come before such meeting. The record date for this special stockholders' meeting was set for 23 February 2015.

**SIGNATURES**

Pursuant to the requirements of the Securities Regulation Code, the Issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**METRO PACIFIC INVESTMENTS CORPORATION**  
MPIC or Issuer

**9 February 2015**  
Date



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**JOSE JESUS G. LAUREL**  
General Counsel/Vice President - Legal  
Compliance Officer

**MPIC COMPLETES US\$200 MILLION EQUITY PLACEMENT AND CONFIRMS TOLLROADS SUBSIDIARY HAS RECEIVED NOTICE OF AWARD OF THE SCTEX**

Manila, Philippines 10<sup>th</sup> February, 2015 – Metro Pacific Investments Corporation (“MPIC” or the “Company”) today announced that it has placed 1.812 billion in new MPIC shares to raise funds for investments in infrastructure in the Philippines.

MPIC priced the 1.812 billion shares it sold at ₱ 4.90 each in a placement managed by UBS AG, Hongkong. The placement price is at a discount of 2.75% to MPIC’s 30-day volume weighted average share price as of Monday, 9<sup>th</sup> of February 2015. The placement was conducted overnight and garnered strong interest from institutional investors in Asia especially within the Philippines, as well as Europe and the U.S. MPIC’s major shareholder, Metro Pacific Holdings, Inc. (“MPHI”) consequently saw its economic interest in MPIC reduced from 55.8% to 52.13%.

MPIC also confirmed that its subsidiary, Manila North Tollways Corporation, received notice of award regarding the Subic Clark-Tarlac Expressway (SCTEX) yesterday evening. The SCTEX is a 94km long road with 31,000 vehicle entries per day. Traffic growth for 2014 is estimated at 12% year-on-year.

MPIC, the leading infrastructure investment management and holding company in the Philippines, will use the net proceeds from the placement, together with up to ₱ 10 billion of new borrowings at MPIC for reduction of relatively expensive debt at MPIC’s affiliate, Beacon Electric Asset Holdings, Inc. (“Beacon”), investment in previously announced projects and general corporate purposes.

Jose Ma. K. Lim, President and Chief Executive Officer of MPIC said “With recent developments in our new investment in Vietnam, accelerating progress in the Philippines in our roads, specifically the SCTEX, together with rail and further PPP opportunities ahead of us we decided now was the time to embark on an equity raising. We are also in the process of raising ₱ 10 billion of new borrowings at MPIC. Our overall objectives are supporting expansion and reducing our relatively high cost debt in our affiliate, Beacon Electric Asset Holdings; this will enhance the cash flow at MPIC itself.”

**METRO PACIFIC INVESTMENTS CORPORATION**

**List of Recent/New Projects**

Project	Project Cost (In ₱ Billions)	MPIC Capex Allocation to 2019
Automated Fare Collection System*	1.70	0.50
LRT1*	40.00	13.00
CII Bridges and Roads - Vietnam*	4.10	2.00
Don Muang Tollways - Thailand (funded)	5.80	-
SCTEX (no Swiss Challenge bidders, award pending)*	3.50	-
Rio Verde Water (Cagayan de Oro)*	1.00	-
Purchase of 5% of Meralco from Beacon (settles in		

February 2015) *	<u>13.24</u>	<u>5.1</u>
	<u>69.34</u>	<u>20.6</u>
* Funding ongoing		

Manila-based Metro Pacific Investments Corporation is the premier infrastructure development firm in the Philippines. It is the country's largest toll road operator and water distributor and together with an affiliate controls the country's largest electricity distributor. MPIC is also the largest hospital operator in the Philippines and controls the concession for the LRT1 light-rail project in Manila. It is listed on the Philippine Stock Exchange under stock code MPI and has American Depository Receipts under the ADR Ticker: MPICIY. For more information, go to [www.mpic.com.ph](http://www.mpic.com.ph).

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### **Forward Looking Statements**

This press release may contain "forward-looking statements" which are subject to a number of risks and uncertainties that could affect MPIC's business and results of operations. Although MPIC believes that expectations reflected in any forward-looking statements are reasonable, it can give no guarantee of future performance, action or events.

For further information please contact:

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